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Counsel to the Official Committee of Unsecured
 Creditors of Calpine Corporation, et al.

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---------------------------------------|---|-------------------------|
| -----X | : | |
| | : | Chapter 11 |
| In re: | : | |
| | : | Case No. 05-60200 (BRL) |
| CALPINE CORPORATION, <u>ET AL.</u> , | : | |
| | : | (Jointly Administered) |
| Debtors. | : | |
| -----X | : | |
| ARISTEIA CAPITAL, L.L.C., | : | |
| AURELIUS CAPITAL MANAGEMENT, L.P., | : | |
| DRAWBRIDGE SPECIAL OPPORTUNITIES | : | |
| ADVISORS LLC, ORE HILL HUB FUND LTD., | : | |
| NISSWA MASTER FUND LTD., PINES EDGE | : | |
| VALUE INVESTORS LTD., PINES EDGE | : | |
| VALUE INVESTORS L.P., SILVER SANDS | : | |
| FUND LLC , STARK MASTER FUND LTD. | : | |
| AND 3V CAPITAL MANAGEMENT, LLC, | : | |
| | : | |
| Appellants, | : | |
| | : | Civil Case No. _____ |
| vs. | : | |
| | : | |
| CALPINE CORPORATION AND ITS | : | |
| AFFILIATED DEBTORS AND DEBTORS | : | |
| IN POSSESSION, OFFICIAL COMMITTEE | : | |
| OF UNSECURED CREDITORS OF | : | |
| CALPINE CORPORATION, | : | |
| OFFICIAL COMMITTEE OF EQUITY | : | |
| SECURITY HOLDERS, | : | |
| | : | |
| Appellees. | : | |

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BRENCOURT CREDIT OPPORTUNITIES :
 MASTER, LTD., BRENCOURT MULTI- :
 STRATEGY ENHANCED DEDICATED :
 FUND, LP, DILLON READ U.S. FINANCE :
 L.P., DILLON READ FINANCIAL PRODUCTS :
 TRADING LTD., LINDEN CAPITAL L.P., :
 AND ORE HILL HUB FUND, LTD., :

Appellants, :

vs. :

CALPINE CORPORATION AND ITS :
 AFFILIATED DEBTORS AND DEBTORS IN :
 POSSESSION, OFFICIAL COMMITTEE OF :
 UNSECURED CREDITORS OF CALPINE :
 CORPORATION, OFFICIAL COMMITTEE :
 OF EQUITY SECURITY HOLDERS, :

Appellees. :

-----X

-----X

MANUFACTURERS AND TRADERS :
 TRUST COMPANY, AS SUCCESSOR :
 INDENTURE TRUSTEE, :

Appellant, :

vs. :

CALPINE CORPORATION AND ITS :
 AFFILIATED DEBTORS AND DEBTORS :
 IN POSSESSION, OFFICIAL COMMITTEE :
 OF UNSECURED CREDITORS OF :
 CALPINE CORPORATION, OFFICIAL :
 COMMITTEE OF EQUITY SECURITY :
 HOLDERS, :

Appellees. :

-----X

Civil Case No. _____

Civil Case No. _____

| | |
|-----------------------------------|---|
| -----X | |
| HSBC BANK USA, N.A., AS SUCCESSOR | : |
| INDENTURE TRUSTEE FOR THE 6% AND | : |
| 4.75% CONTINGENT CONVERTIBLE | : |
| NOTEHOLDERS, | : |
| | : |
| Appellant, | : |
| | : |
| vs. | : |
| | : |
| CALPINE CORPORATION AND ITS | : |
| AFFILIATED DEBTORS AND DEBTORS | : |
| IN POSSESSION, OFFICIAL COMMITTEE | : |
| OF UNSECURED CREDITORS OF | : |
| CALPINE CORPORATION, OFFICIAL | : |
| COMMITTEE OF EQUITY SECURITY | : |
| HOLDERS, | : |
| | : |
| Appellees. | : |
| -----X | |

Civil Case No. _____

**APPELLEE CREDITORS' COMMITTEE'S COUNTER-DESIGNATION OF
ADDITIONAL ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

The Official Committee of Unsecured Creditors (the "Creditors' Committee") of Calpine Corporation, et al. (collectively, the "Debtors") submits, pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, its designation of additional items to be included in the record on appeal to the United States District Court for the Southern District of New York of this Court's Order (the "Order") Granting Debtors' Limited Objection to Convertible Noteholder Claim Nos. 2404, 2821, 2823, 6247, 6249, 6280, 6299 and 6300 entered August 10, 2007 [Docket No. 5595].

**Counter-Designation Of Additional Items
To Be Included In The Record On Appeal¹**

| Item No. | Description | Proof of Claim No. |
|------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|
| A. Proofs of Claim Subject to the Order² | | |
| 1. | Proof of Claim No. 2821 filed on or about July 27, 2006 by HSBC Bank USA, National Association (“ <u>HSBC</u> ”) (attached hereto as Exhibit A) | 2821 |
| 2. | Proof of Claim No. 2823 filed on or about July 27, 2006 by HSBC (attached hereto as Exhibit B) | 2823 |
| 3. | Proof of Claim No. 6247 filed on or about March 23, 2007 by HSBC (attached hereto as Exhibit C) | 6247 |
| 4. | Proof of Claim No. 6249 filed on or about March 29, 2007 by HSBC (attached hereto as Exhibit D) | 6249 |
| 5. | Proof of Claim No. 6280 filed on or about April 23, 2007 by Manufacturers and Traders Trust Company (attached hereto as Exhibit E) | 6280 |
| 6. | Proof of Claim No. 6299 filed on or about May 22, 2007 by HSBC amending and replacing Proof of Claim No. 6247 (attached hereto as Exhibit F) | 6299 |
| 7. | Proof of Claim No. 6300 filed on or about May 22, 2007 by HSBC amending and replacing Proof of Claim No. 6249 (attached hereto as Exhibit G) | 6300 |
| B. Other Proofs of Claim | | |
| 8. | Proof of Claim No. 2820 filed on or about August 2, 2006 by HSBC (attached hereto as Exhibit H) | 2820 |
| 9. | Proof of Claim No. 2822 filed on or about August 2, 2006 by HSBC (attached hereto as Exhibit I) | 2822 |
| 10. | Proof of Claim No. 2824 filed on or about August 2, 2006 by HSBC (attached hereto as Exhibit J) | 2824 |
| 11. | Proof of Claim No. 2825 filed on or about August 2, 2006 by HSBC (attached hereto as Exhibit K) | 2825 |

¹ Each of the documents identified herein includes all exhibits, schedules, addendums and other documents attached thereto.

² None of the proofs of claim that were disallowed pursuant to the Order and which are the subject of this appeal were included in the designations of record filed by the respective appellants, except for Proof of Claim 2404.

| Item No. | Description | Proof of Claim No. |
|----------|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| 12. | Proof of Claim No. 4055 filed on or about August 9, 2006 by Wilmington Trust Co. (" <u>WTC</u> ") (attached hereto as Exhibit L) | 4055 |
| 13. | Proof of Claim No. 4058 filed on or about August 9, 2006 by WTC (attached hereto as Exhibit M) | 4058 |
| 14. | Proof of Claim No. 4060 filed on or about August 9, 2006 by WTC (attached hereto as Exhibit N) | 4060 |
| 15. | Proof of Claim No. 4062 filed on or about August 9, 2006 by WTC (attached hereto as Exhibit O) | 4062 |

Dated: August 23, 2007
New York, New York

AKIN GUMP STRAUSS HAUER & FELD LLP

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